

Exhibit A

EXHIBIT A

Kristi A. Katsma
DICKINSON WRIGHT PLLC
500 Woodward Avenue
Suite 4000
Detroit, MI 48226
313.223.3500

A Key Ordinary Course Counsel for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

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	:	Chapter 11
In re	:	
	:	
DELPHI CORPORATION, <u>et al.</u>	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**[PROPOSED] ORDER APPROVING THIRD INTERIM APPLICATION
FOR COMPENSATION OF
DICKINSON WRIGHT PLLC, A KEY ORDINARY COURSE COUNSEL
TO THE DEBTORS FOR SERVICES RENDERED
FROM JUNE 1, 2006 THROUGH SEPTEMBER 30, 2006**

THIS MATTER having come before the Court, on the application dated November 29, 2006 (the "Third Interim Application"),¹ wherein Dickinson Wright PLLC ("Dickinson Wright") moved this Court for an order pursuant to 11 U.S.C. §§ 330 and 331, seeking interim approval of compensation for services rendered by Dickinson Wright from June 1, 2006 through September 30, 2006; the Court finds that (i) it has jurisdiction over the matters raised in the Third Interim Application pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2); (iii) the relief requested in the Third Interim Application is necessary and appropriate; (iv) proper and adequate notice of the Third Interim Application and the hearing

¹ Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the First Interim Application

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thereon has been given and that no other or further notice is necessary; and (v) good and sufficient cause exists for the granting of the relief requested in the Third Interim Application after having given due deliberation upon the Third Interim Application and all of the proceedings had before the Court in connection with the Third Interim Application. Therefore,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Third Interim Application meets the requirements of the Bankruptcy Code and the compensation and reimbursement of expenses sought in the Third Interim Application are both fair and reasonable.

2. The Third Interim Application is hereby approved in its entirety, and compensation for the Third Interim Period in the total amount of \$82,167.50 is hereby approved, and the Debtors are hereby authorized and directed to pay Dickinson Wright the unpaid portion of such compensation, including the \$16,433.50 holdback, together with expenses incurred in the amount of \$3,154.89, to the extent remaining unpaid.

Dated: New York, New York
_____, 2006

ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

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Submitted by
Dickinson Wright PLLC

By: /s/ Kristi A. Katsma
Kristi A. Katsma
DICKINSON WRIGHT PLLC
500 Woodward Avenue
Suite 4000
Detroit, MI 48226
313.223.3500

*A Key Ordinary Course Counsel for
Debtors and Debtors-in-Possession*

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